UNITED STATES SECURITIES AND EXCHANGE COMMISSION of the Washington, D.C. 20549 Washington, D.C. 20549

FORM D

1421291 OMB APPROVAL Expires: April 30, 2000 Extimated average burden per response... 1 6 MB Number: 3235-0076 Expires: April 30, 2008

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix		Serial				
DATE RECEIVED						

Name of Offering ([] check change.) Sonic Mountai		dment and name h	nas changed, a	nd indicate	
Filing Under (Check box(e apply):	s) that [] Rule !	504 [] Rule 505	[x] Rule 506	[] Section 4(6	i) []ULOE
Гуре of Filing: [] New Fil	ng [x]Amendr	ment			
	A. BASIC IDE	ENTIFICATION DA	ATA		
1. Enter the information re	quested about the	issuer			
Name of Issuer ([] check	if this is an amend	dment and name h	as changed, ar	nd indicate chang	ge.)
Sonic Mountain,	nc.				
Address of Executive Offic Telephone Number (Inclu 10107	es (Number a ding Area Code) 2	and Street, City, St 250 West 57 th Stre	ate, Zip Code) et, Suite 1316	, New York NY	-
Address of Principal Busin			t, City, State, Z	ip Code) PR	OCESSE
(212) 810-2430 Telephor (if different from Executive				AU	G 2 2 2008
Brief Description of Bus	iness			THOMS	G 2 2 2008 SON REUT
Podcast Aggregat	or				
Type of Business Organiz	ation				
[x] corporation	[] limited	partnership, alread	dy formed	[] other (pleas	se specify):
[] business trust	[] limited	partnership, to be	formed		

Month Year

Actual or Estimated Date of Incorporation or Organization: [1]1] [0]6] [x] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [N][Y]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner	[x] Executive Officer		General and/o Managing Partner
Full Name (L	ast name first, if individual) N	loore, Richard		
Business or Resident 250 West 57	ce Address (Number and Street Street, Suite 1316, New York	t, City, State, Zip Coo k, NY 10107	le)	
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner	[x] Executive Officer		——— General and/o Managing Partner
Full Name (Last nam	e first, if individual) Arturo, Ri	ck		
Business or Residen 250 West 57 th	ce Address (Number and Street Street, Suite 1316, New York,	t, City, State, Zip Cod NY 10107	le)	_
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner	[x] Executive Officer		General and/or Managing Partner
Full Name (Last nam	e first, if individual) Rupert, Er	ric		
Business or Resident 250 West 57 th	ce Address (Number and Street Street, Suite 1316, New York,	, City, State, Zip Cod NY 10107	le)	············
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer		General and/or Managing Partner
Full Name (Last nam	e first, if individual)			
Business or Residen	ce Address (Number and Street	, City, State, Zip Cod	le)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer		General and/or Managing Partner
Full Name (Last nam	e first, if individual)			
Business or Residen	ce Address (Number and Street	, City, State, Zip Cod	le)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer		——— General and/or Managing Partner
Full Name (Last nam	e first, if individual)			

Busin	ess or R	esidend	e Addre	ss (Num	ber and	Street, 0	City, State	e, Zip Co	de)			
Check Apply	k Box(es :) that	[] Pro	omoter [] Benefic Owner		[] Exe Offi		[][irector (] General a Managing Partner	
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Answer also in Appendix, Column 4, if filing under ULOE.	
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	
Type of offering	Type of Security Dollar Amount Sold
Type of offering Rule 505	\$
Regulation A	
Rule 504	\$
Total	\$
Total	Ψ
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	[]\$ 1,500
Legal Fees	[]\$15,000
Accounting Fees	[]\$ 2,500
Engineering Fees	
Sales Commissions *(specify finders' fees separately)	[]\$ 60,775
Other Expenses (identify) Overnight Courier	[]\$
Total	[]\$ 80,775
* And expenses	
b. Enter the difference between the aggregate offering price given in response to 1 and total expenses furnished in response to 1 and 1 calculated gross proceeds to 2 calculated gross proceeds to 2 calculated gross proceeds to 3 calculated gross proceeds to 4 calculated gross proceeds to 4 calculated gross proceeds to 5 calculated gross	4.a. This difference \$386,725 used or y purpose nate. The e issuer set
	Payments to
Salaries and fees	Officers, Payments Directors, & To Affiliates Others
	\$\$200,000
Purchase of real estate	[]\$0 []\$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$0 {]\$0

Total (for filings under Rule 504 only)

\$ 0

Total Payments Listed (column totals added)	[] \$ 0 []:	[]\$386,725 \$386,725
	[]\$	[]\$
Repayment of indebtedness Working capital Other (specify): Offering Expenses	[]\$ 0 []\$ 0 []\$ 0	[]\$ 0 []\$36,725 []\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$	[] - \$150,000
Construction or leasing of plant buildings and facilities	[]\$0	[]\$ 0

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date / all
Sonic Mountain, Inc.	ena mos	y 8/08/08
Name of Signer (Print or Type)	Title of Signer (Print or Typ	ne)
Richard Moore	Chief Executive Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Sonic Mountain, Inc.	Signature Date
Name of Signer (Print or Type)	Title (Print or Type)
Richard Moore	Chief Executive Officer

Instruction:

IN

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

5 2 3 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate explanation of Type of investor and to non-accredited offering price amount purchased in State waiver granted) offered in state investors in State (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) Number of Number of Non-Accredited Accredited Yes No Investors Amount Investors Amount Yes No State ΑL ΑK ΑZ AR Common Stock 5 377,500 0 CA X CO CT DE DC FL GA НΙ ID IL

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ОК							
OR							
PA	Common Stock	1	20,000	0			Х
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http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002

